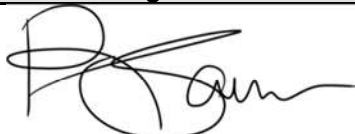
	DOCUMENT TYPE:	POLICY			"Z3"
	DOCUMENT TITLE:	CODE OF CONDUCT & BUSINESS ETHICS			
	APPLICABLE TO:	All EOH employees			
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A. AMENDMENT HISTORY

Amendment Date	Version	Amendment Details	Final Approval Level
21 May 2013	1.0	New document replacing all previous versions	Social & Ethics Committee

B. APPROVAL

Title	Name	Date	Signature
Director: Group Human Resources	Pumeza Bam	30 May 2013	

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1. POLICY STATEMENT

This Code of Conduct serves to:-

- i. Emphasize EOH's commitment and compliance to the laws and regulations governing business;
- ii. Set forth basic standards of ethical and legal behaviour;
- iii. Protect EOH's corporate assets;
- iv. Resolve any ethical issues, as a reference point; and
- v. Foster a healthy, safe and productive workplace.

2. PURPOSE

The code of Conduct and Business Ethics (herein referred to as "the Code of Conduct") serves as a guide to EOH employees, stakeholders and customers to ensure a high standard of integrity. For purposes of this Code of Conduct, any reference to EOH includes all related and interrelated parties as defined in the Companies Act (Act No. 71 of 2008).

The Code of Conduct is a guide and contributes to EOH's culture of integrity by establishing principles to be used as a guide as how to interact with each other, customers, vendors, partners and competitors, in line with best practice in terms of good governance and compliance.

3. SCOPE

This Code of Business Conduct and Ethics applies to all permanent and temporary employees of EOH group of companies, managers and members of the executive management team.

4. EXCLUSIONS

There are no exclusions.

5. AUTHORITIES AND APPROVAL

This policy is approved by the Group HR Director on behalf of the EOH Social and Ethics Committee and replaces all previous policies and correspondence in this regard.

6. CONTROL

This policy is maintained by the EOH Social and Ethics Committee. Managers and Supervisors are required to ensure the effective application of this policy.

7. DEFINITIONS

EOH : Refers to the EOH Group of Companies which include any subsidiaries, associates or affiliates of EOH Holdings (Limited). References to the Company or the employer within this document include a reference to the other and vice versa.

EXCO : A member of the EOH Executive committee.

8. ROLES AND RESPONSIBILITIES

8.1. Responsibilities of Managers

Every manager has the following responsibilities with regards to the administration of the Code of Conduct:-

- i. Ensure that all employees under their control receive a copy of the Code of Conduct;
- ii. Ensure that the Code of Conduct forms part of EOH's training and induction programme;
- iii. Ensure that any standards, policies and procedures comply with the principles of this Code of Conduct and are communicated to the affected employees; and
- iv. Report any violations of this Code of Conduct.

8.2. Responsibilities of Employees

All employees must:-

- i. Read the Code of Conduct and familiarise themselves with its contents;
- ii. Abide by the standards embodied in the Code of Conduct;
- iii. Keep a copy of the Code of Conduct for personal reference;
- iv. Seek advice and information when needed;
- v. Report any violations of the Code of Conduct; and
- vi. Apply the policies and procedures in their work environment.

9. CODE OF CONDUCT

9.1. Employees

As an employee, you are best placed to enhance EOH's reputation and to make EOH a pleasant place to work. It is the duty and responsibility of all EOH's employees to review and follow the Code of Conduct. This Code of Conduct serves to define EOH's values and to inform any future policies and practices.

In order to uphold the highest level of integrity, you may not:-

- i. Be associated with any transactions where your personal or financial interests conflict with those of EOH;
- ii. Pursue any personal interests that are in conflict with the interests of the EOH group;
- iii. Exploit any business opportunity available to EOH for your own benefit, or for the benefit of persons or companies outside of EOH with whom you are connected; unless otherwise agreed;
- iv. Accept concurrent employment at the same time as you are employed by EOH, either with a customer, vendor, competitor or partner, or any employment that may conflict with your commitment to EOH; and
- v. Engage in behaviour that may be perceived as sexual harassment, harassment or intimidation.

Your responsibilities include the following:-

- i. Commit yourself to open and honest communication;
- ii. Commit yourself to keeping communications channels open;
- iii. Always communicate professionally and courteously. If you make commitments and/or promises, keep to them;
- iv. Ensure that you are committed to a safe and healthy working environment;
- v. Safety in the workplace is the responsibility of every employee and you must be aware of the safety rules and regulations. Any order regarding safety must be adhered;
- vi. Physical violence or any perceived threat of violence will not be tolerated and will be dealt with severely;
- vii. If you become aware of prohibited conduct regarding safety measures, you should immediately report these concerns to a supervisor;
- viii. You may not carry and/or use a weapon, including but not limited to a handgun, knife, explosive or firearm on company premises, in company vehicles or while conducting company business outside company premises;
- ix. You may not misuse drugs, both legal and illegal, while on company premises or while conducting EOH business. The use, possession, distribution or sale of drugs is strictly prohibited. Whilst the moderate consumption of alcoholic beverages during EOH functions is allowed, any drunken, disorderly or inappropriate behaviour will not be tolerated.
- x. EOH Management must ensure that sufficient safety and emergency equipment is available in the workplace at all times; and
- xi. Any form of insider trading is strictly prohibited.

9.2. Responsibility towards Customers

EOH recognises that integrity and customer satisfaction go hand in hand. In today's fiercely competitive marketplace, EOH will succeed by ensuring that the customer experience is superior and by strictly adhering to the highest ethical standards. In this way we all will contribute, very directly, both to the professionalism of EOH and EOH's success in the marketplace. Such adherence will assist in embedding the "Right First Time" philosophy. Sound judgment is expected to be applied in deciding the most ethical means of dealing with customers.

You must adhere to the following guidelines to ensure ethical conduct in business:

- i. You must communicate clearly and precisely with customers so that they understand the terms of any contracts, including performance criteria, schedules prices and responsibilities;
- ii. You must not misrepresent any product and/or service;
- iii. Everyone with whom you do business is entitled to fair and equitable treatment;
- iv. You must compete fairly and effectively when representing EOH in a marketing or service activity; and
- v. Details of services/products that have not yet been announced may not be divulged to a customer or prospective customer.

9.3. Responsibility towards Competitors

You must engage with competitors professionally and with integrity, ensuring that EOH's assets are protected. Do not discuss matters such as pricing policy, terms and conditions, costs, product plans, market surveys or studies, business plans or any other proprietary information or confidential information.

You may not engage in activities which will enhance competitors at the expense of EOH.

9.4. Responsibility to Suppliers

You must strive to build healthy working relations with suppliers.

The choice of suppliers is to be based on merit and value of their products and services. The process must be transparent, fair, legally sound and equitable.

9.5. Responsibility to Shareholders

EOH services to adequately reward shareholders and to promote a good working relationship through effective, relevant and timely communication. You must therefore:-

- i. Adhere to good corporate governance;
- ii. Protect intellectual property;
- iii. Protect EOH's good name and reputation;
- iv. Adhere to the "Right First Time" philosophy;
- v. Not engage in anti-competitive behavior.

9.6. Responsibility to Political Parties

As a citizen of the RSA, you are free to, in your private capacity, participate in political processes and activities on provision that such activities will not compromise your employment terms and conditions or in any way compromise the reputation of EOH. The overriding principle should always be that the interest of EOH and the political activity must not be unfairly/unduly prejudiced

You are prohibited from using your position within EOH or any EOH assets to attempt to, or influence the personal decisions of others either to contribute or otherwise support a political party or candidate.

If you are elected to a political position which requires you to be absent from work, or if you are required to undertake any other political activity during normal working hours, such absence will be regarded as leave without pay. Alternatively, annual leave will apply, subject to prior approval.

9.7. Responsibility to Uphold Diversity

In order to uphold and sustain a fair and sustainable working environment, you must:-

- i. Respect the basic human and constitutional rights of all;
- ii. Treat people fairly regardless of their differences;
- iii. Provide a working environment free of discrimination;
- iv. Value different culture and beliefs; and
- v. Respect communities in which EOH is located.

10. FAILURE TO COMPLY

You are required to observe and uphold this Code of Conduct. Failure to act in accordance with the principles and spirit of this Code of Conduct will result in disciplinary action.

11. RELATED DOCUMENTS

Reference may be made to the:

- EOH Employee Handbook.
- EOH Disciplinary Policy and Procedure.
- EOH Grievance Policy and Procedure.